

# EXHIBIT 43

## PART C

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- (1) Q Can you add anything to -- you've  
 (2) already testified about this April 16th  
 (3) presentation to some extent, and you have read  
 (4) that in preparing for this?  
 (5) A Yes.  
 (6) Q Can you add anything at all to what  
 (7) you testified about?  
 (8) A No.  
 (9) MR. COCHRAN: Let me hand you what  
 (10) we will mark as Turcotte 46  
 (11) (Whereupon a Lazard presentation  
 (12) was marked as Turcotte Exhibit 46 for  
 (13) identification as of this date.)  
 (14) Q Can you tell me what this is?  
 (15) A I actually don't know. It has  
 (16) dates I don't recognize. It's a Lazard  
 (17) presentation, but it has dates I don't  
 (18) recognize.  
 (19) Q Can you provide any more  
 (20) information about this document?  
 (21) A No, it doesn't ring a bell. It  
 (22) says April 13th, so to me it doesn't ring a  
 (23) bell.  
 (24) Q Did Mr. Monty discuss with you --  
 (25) did Mr. Monty consult you in making his

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- (1) decision to cease long-term funding as opposed  
 (2) to pursuing a restructuring?  
 (3) THE WITNESS: Can you repeat your  
 (4) question?  
 (5) MR. COCHRAN: Sure.  
 (6) Q Did he consult you in making his  
 (7) decision to cease long-term funding as opposed  
 (8) to pursuing a restructuring?  
 (9) MR. SCHIMMEL: Object to form.  
 (10) A We have asked me legal questions  
 (11) during the course of his determination, but  
 (12) I -- like ask my opinion?  
 (13) Q Yes.  
 (14) A I don't believe so, no, other than  
 (15) ask legal questions.  
 (16) Q What legal questions did he ask?  
 (17) MR. SCHIMMEL: I am instructing you  
 (18) not to disclose the discussions that you  
 (19) had with Mr. Monty that consists of  
 (20) requests for legal advice.  
 (21) A And it was legal advice that he  
 (22) requested from me.  
 (23) Q These legal questions that he  
 (24) asked, did he ask them -- were these legal  
 (25) questions regarding restructuring or regarding

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- (1) liquidation or regarding sale?  
 (2) A Well, like I said, we were  
 (3) considering and looking at different  
 (4) alternatives throughout Project X which  
 (5) included many of those.  
 (6) Q And he was asking you legal  
 (7) questions about all of them?  
 (8) A About -- maybe not all of them, but  
 (9) in that context he was asking me legal  
 (10) questions.  
 (11) Q Which ones? Which restructuring  
 (12) ones was he asking you legal questions about?  
 (13) A Well, it would have been legal  
 (14) advice provided to MSBC, Inc.  
 (15) Q So you're not going to tell me  
 (16) that?  
 (17) A No.  
 (18) MR. SCHIMMEL: You can describe  
 (19) very generally the subject matter he was  
 (20) asking but you should not reveal the  
 (21) legal discussions you had with Mr. Monty.  
 (22) THE WITNESS: But generally it  
 (23) would have been in the context of looking  
 (24) at different alternatives and the  
 (25) consequences on BCE of those

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- (1) alternatives.  
 (2) Q Did he have a lot of questions  
 (3) regarding the consequences on BCE of different  
 (4) alternatives for Teleglobe?  
 (5) A Not really, but it was in the  
 (6) context of meetings where he may raise a  
 (7) question here and there.  
 (8) Q Did you prepare memorandum for him  
 (9) regarding the consequences on BCE on different  
 (10) actions that might be taken with regard to  
 (11) Teleglobe?  
 (12) A I don't believe they were  
 (13) specifically for him. I may have done legal  
 (14) memos on different alternatives, financing  
 (15) alternatives and so forth, where security, for  
 (16) example, which I think we discussed, could be  
 (17) obtained on the various instruments should we  
 (18) decide to continue funding and so forth.  
 (19) Q Have those memos been produced?  
 (20) A Only if -- they would have been  
 (21) privileged.  
 (22) Q Did you have discussions with  
 (23) Mr. Monty about potential claims that might be  
 (24) brought against BCE if funding was  
 (25) discontinued?

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- (1) A I did --
- (2) MR. SCHIMMEL: You could answer yes
- (3) or no
- (4) THE WITNESS: Yes
- (5) Q When?
- (6) A Towards the -- I would say towards
- (7) the end of April in my preparation for the
- (8) board, he asked me to provide legal advice to
- (9) the board on the potential legal consequences
- (10) of ceasing funding.
- (11) Q This is in preparation for the
- (12) April 23rd meeting --
- (13) A That's correct, yes.
- (14) Q -- of the BCE, Inc board?
- (15) A Yes.
- (16) Q Did you provide such advice?
- (17) A I did provide such advice to the
- (18) board of directors, yes.
- (19) Q Of BCE?
- (20) A Of BCE, Inc.
- (21) Q Including Mr. Currie?
- (22) A Mr. Currie was in the room, yes.
- (23) Q Kierans?
- (24) A Mr. Kierans was in the room
- (25) Q Mr. Sabia?

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- (1) A Mr. Sabia I don't believe was in
- (2) the room. He was not a board member.
- (3) Q Mr. Monty?
- (4) A Mr. Monty was in the room.
- (5) Q When you gave this advice?
- (6) A When I gave this advice
- (7) Q What was the advice you gave?
- (8) MR. SCHIMMEL: I'm instructing you
- (9) not to answer
- (10) Q You understand these gentlemen who
- (11) I mentioned were all directors of TI?
- (12) A I know that, yes
- (13) Q And in Mr. Monty's case was an
- (14) officer?
- (15) A I understand, yes.
- (16) Q Are you sure Mr. Sabia wasn't
- (17) present? He gave the presentation to the BCE
- (18) board on April 23rd
- (19) MR. SCHIMMEL: Object to form
- (20) Argumentative
- (21) A The reason I think he was not
- (22) there, because we all came into the board
- (23) meeting at different times, so I am not sure
- (24) that he was actually in that board room at the
- (25) time.

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- (1) Q Was there ever a time when he left
- (2) the board meeting, to your knowledge?
- (3) A Well, I was not there during the
- (4) whole board meeting. I was asked to come in
- (5) the board meeting only twice. I went in and I
- (6) went out twice.
- (7) Q I'm sorry. This Exhibit number 46,
- (8) can you tell us anything else about this that
- (9) you haven't already told us?
- (10) MR. SCHIMMEL: Object to form
- (11) A No.
- (12) Q I guess that does assume you told
- (13) us something
- (14) A It could be, but this to me does
- (15) not recall any bell, does not ring any bell.
- (16) MR. COCHRAN: Let's see if I can't
- (17) help your memory a little bit on the
- (18) April 16th, 2002 meeting. This would be
- (19) Exhibit 47
- (20) (Whereupon an agenda for the April
- (21) 16, 2002 meeting was marked as Turcotte
- (22) Exhibit 47 for identification as of this
- (23) date.)
- (24) Q Turcotte 47, let me hand this to
- (25) you. Can you tell us what this is?

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- (1) (Witness reviewing document.)
- (2) A Yes.
- (3) Q What is this?
- (4) A It looks like an agenda for the
- (5) April 16th meeting.
- (6) Q Why don't you start with the first
- (7) page of the exhibit
- (8) A It talks about it being an agenda
- (9) for the Teleglobe update meeting this
- (10) afternoon at 3:30.
- (11) Q This is an e-mail you wrote on
- (12) April 16th, 2002, and you sent to all the
- (13) people listed under the "To" line forwarding
- (14) an agenda for the April 16th meeting, right?
- (15) A Yes.
- (16) Q You prepared this agenda, correct?
- (17) A It looks like it.
- (18) Q It looks like it?
- (19) A Well, it looks like it. "Please
- (20) find attached an agenda."
- (21) Q Do you have any doubt that you
- (22) prepared this agenda?
- (23) A I'm not doubting. I'm just saying
- (24) it looks like it. It's not for sure, but it
- (25) says, "Which was discussed at yesterday's

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- (1) meeting," so I assume people put on the agenda
- (2) what they would like to see and discuss at
- (3) that April 16th meeting.
- (4) Q Why did you send it to the people
- (5) listed here as recipients of this e-mail?
- (6) A Probably because they were expected
- (7) to attend the April 16th meeting, so you had
- (8) your list of people who probably were there.
- (9) Q Do you think these folks all
- (10) attended?
- (11) A I'm not sure, but they probably all
- (12) did. I can't recall.
- (13) Q Was Mr. Pichette in attendance?
- (14) A I believe Pierre was there --
- (15) Patrick was there, who presented the business
- (16) case report, yes, with Lazard.
- (17) Q He gave the report, right?
- (18) A I can't remember if he gave the
- (19) report or Lazard, but he was there.
- (20) Q And then he also discussed cash
- (21) flow, right?
- (22) A Cash flow, I see that, yes.
- (23) Q And E&Y is listed there on the
- (24) agenda for liquidation analysis?
- (25) A Yes.

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- (1) Q Who from E&Y?
- (2) MR. SCHIMMEL: Object to form
- (3) A There was one main person. I can't
- (4) remember his name.
- (5) Q Take a look at the "To" line in
- (6) your e-mail
- (7) A I don't see his name in there. His
- (8) name is escaping me. He's not on that list
- (9) here. I just can't recall his name.
- (10) Q Who was E&Y engaged by?
- (11) A Teleglobe.
- (12) Q What for?
- (13) A Basically they were potentially to
- (14) prepare -- I remember the liquidation analysis
- (15) as a benchmark to other restructuring
- (16) alternative and potentially as a future
- (17) monitor. The monitor is under the CCAA
- (18) filing.
- (19) Q On your agenda number 4 is
- (20) separation of companies?
- (21) A Yes.
- (22) Q To what does that refer?
- (23) A I think it's a question of put; is
- (24) there going to be a CRO and other officers'
- (25) put in Teleglobe, Inc. The change of

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- (2) directors and the role in restructuring, I
- (2) think, refers to the CRO, the chief
- (3) restructuring officer and whether there should
- (4) be one.
- (5) Q What does this mean, separation of
- (6) companies? You wrote this and this is your
- (7) section of the meeting
- (8) A I'm not sure I wrote this.
- (9) Q This is your section of the meeting
- (10) according to the agenda?
- (11) A Yes.
- (12) Q What does that mean, separation of
- (13) companies?
- (14) A I don't know.
- (15) MR. SCHIMMEL: Object to form
- (16) Q To what does that refer?
- (17) A Other than having different
- (18) officers and different directors, that's all I
- (19) can say
- (20) Q Separation of Teleglobe and the
- (21) subsidiaries of Teleglobe from BCE?
- (22) A I can't recall. I can't recall,
- (23) but this talks about other officers.
- (24) Q A new chief?
- (25) A At Teleglobe, and that's what we've

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- (1) done. I mean, the officers resigned and some
- (2) of the directors resigned, not all. I think
- (3) Mr. Steinberg remained.
- (4) Q Under separation of companies the
- (5) middle point is independent directors?
- (6) A Yes.
- (7) Q To what does that refer?
- (8) A I believe it refers after
- (9) April 23rd, the new directors would be put in
- (10) in the company and one of the other directors
- (11) would resign.
- (12) Q Why do you characterize these as
- (13) independent directors, these ones that would
- (14) be put in?
- (15) A Because they would come out from
- (16) the outside.
- (17) Q They would not be associated --
- (18) A They were not Teleglobe management.
- (19) Q Or would not be BCE associated?
- (20) A No, because we viewed the directors
- (21) like Mr. Steinberg was independent, and we
- (22) viewed the outside directors of BCE as
- (23) independent on the board of Teleglobe.
- (24) Q Why?
- (25) A Because Teleglobe, Inc. is a

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- (1) Canadian company, and legally outside  
 (2) directors of the public parent company are  
 (3) also considered independent when they sit on  
 (4) the board of a subsidiary.  
 (5) Q Then why didn't Mr. Currie stay on  
 (6) the board of Telelobe?  
 (7) MR. SCHIMMEL: Object to form  
 (8) A Because we advised them of going  
 (9) forward since BCE was ceasing, and given the  
 (10) decisions that had to be taken for Telelobe,  
 (11) it was preferable that he would resign from  
 (12) the board.  
 (13) Q Why didn't Mr. Kierans stay on the  
 (14) board?  
 (15) MR. SCHIMMEL: Object to form  
 (16) A The same answer.  
 (17) Q Who gave Mr. Currie that advice?  
 (18) A We told them as BCE directors it  
 (19) would probably be better given their role at  
 (20) BCE and given the decision to be taken, that  
 (21) they should resign.  
 (22) Q Why?  
 (23) A We gave them legal advice.  
 (24) Q When did you tell them that?  
 (25) A Around, I would think, April 17th.

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- (1) This was just a consideration of whether we  
 (2) should do it or not.  
 (3) Q So around April 17th you told  
 (4) Currie Kierans?  
 (5) A That we probably would recommend  
 (6) that they resign and be replaced by  
 (7) independent directors.  
 (8) Q And Fell? Did you tell Fell that  
 (9) too?  
 (10) A I can't remember. If he was on the  
 (11) board, we would have told him as well.  
 (12) Q The resignations weren't submitted  
 (13) until April 23rd. April 24th?  
 (14) MR. SCHIMMEL: Object to form  
 (15) Q In that time period. Can you say  
 (16) why there was a delay between April 17th and  
 (17) the time the resignation was submitted?  
 (18) A Because until the decision is taken  
 (19) by BCE, there is no reason as to ceasing the  
 (20) long-term funding. The decision was not taken  
 (21) yet by the board of directors.  
 (22) Q But you knew that by April 17th,  
 (23) you knew what the recommendation was going to  
 (24) be?  
 (25) A I knew what the recommendation was

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- (1) going to be after April 17th, yes.  
 (2) Q Why wouldn't they get off the  
 (3) Telelobe board immediately?  
 (4) A Because it's only a recommendation.  
 (5) The BCE board of directors can always decide  
 (6) to take another alternative.  
 (7) Q You told them that they didn't have  
 (8) to resign until April 23rd when BCE made the  
 (9) decision?  
 (10) A When BCE -- after BCE made the  
 (11) decision, if the decision was to cease  
 (12) long-term funding.  
 (13) Q Then they had to resign from  
 (14) Telelobe?  
 (15) A They didn't have to, but they  
 (16) recommended that they resign.  
 (17) Q Why wouldn't they resign Telelobe  
 (18) before BCE made the decision to cease  
 (19) long-term financing?  
 (20) MR. SCHIMMEL: To the extent  
 (21) that --  
 (22) Q Why would you make that  
 (23) recommendation?  
 (24) A Well, that's legal advice.  
 (25) Q Everything you told me in the last

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- (1) five minutes is legal advice  
 (2) A No, I think you're asking me  
 (3) specifically why I would not have recommended  
 (4) them to resign before.  
 (5) Q You told me what you recommended to  
 (6) them. So why don't you tell me --  
 (7) MR. SCHIMMEL: To the extent that  
 (8) you're asked to describe a legal analysis  
 (9) or advice, you're instructed not to  
 (10) answer.  
 (11) MR. COCHRAN: Mr. Schimmel  
 (12) Ms. Turcotte, you have told me what your  
 (13) advice to Kierans and Currie were or was  
 (14) Q Were you advising them in their  
 (15) capacities as BCE directors?  
 (16) A Yes.  
 (17) Q And not TI directors?  
 (18) A Not as TI directors.  
 (19) Q Now, why won't you tell me, why  
 (20) won't you answer my question which is why  
 (21) didn't you tell them to get off the Telelobe  
 (22) board before BCE made the decision to cease  
 (23) long-term funding?  
 (24) A Because our recommendation was that  
 (25) they only should resign as directors if BCE

TELEGLOBE COMMUNICATIONS

BSA XMAX(61/61)

VS BCE INC

MARTINE TURCOTTE - 10/14/05

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- (1) decided to cease long-term funding. It was a  
 (2) recommendation. It was not a legal  
 (3) requirement. It was a recommendation.  
 (4) Q Did you tell Currie and Kierans why  
 (5) you recommended they resign?  
 (6) A I'm not sure we went into the full  
 (7) legal analysis of that.  
 (8) Q Did you go into a partial legal  
 (9) analysis? Did you give them any reason?  
 (10) MR. SCHIMMEL: Object to form  
 (11) A I think if you tell them in light  
 (12) of the decision, if they take a decision to  
 (13) cease long-term funding, that there were  
 (14) recommendations that they get off the board.  
 (15) We don't have to get into a long legal  
 (16) analysis.  
 (17) Q Did you tell them there was a  
 (18) conflict?  
 (19) MR. SCHIMMEL: Object to form  
 (20) A No.  
 (21) Q You didn't tell them there was a  
 (22) conflict?  
 (23) MR. SCHIMMEL: Object to form  
 (24) A It's not a question of conflict.  
 (25) Q You did not tell those directors

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- (1) Q Why did you give them that advice?  
 (2) A That's a legal analysis I'm not  
 (3) going to get into.  
 (4) Q You're going to tell me the advice,  
 (5) but you're not going to tell me why?  
 (6) A I'm not going to get into the legal  
 (7) analysis, whatever led to our conclusion  
 (8) Q Did you give them any reason that  
 (9) you were suggesting that they get off the  
 (10) Teleglobe board?  
 (11) A Not that I recall.  
 (12) Q Did they ask?  
 (13) A Not that I recall.  
 (14) Q They just said, "Oh okay"?  
 (15) A No I think these are directors  
 (16) with a lot of experience, and they rely on you  
 (17) making the recommendation.  
 (18) Q Directors with a lot of experience,  
 (19) they generally ask questions of their  
 (20) advisors They didn't ask you?  
 (21) A On this, no.  
 (22) Q On this agenda. April 16th, 2002  
 (23) meeting, this again that you sent off to the  
 (24) folks listed here on Exhibit -- what is the  
 (25) exhibit number?

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- (1) that there was a conflict?  
 (2) A I didn't have to get into the legal  
 (3) analysis. I just told them -- I didn't have  
 (4) to get into the legal analysis with them.  
 (5) Q Ms Turcotte, once again, you're  
 (6) the chief legal officer of the largest Telco  
 (7) in Canada You are obviously experienced and  
 (8) sophisticated in these things  
 (9) Are you telling me that you didn't  
 (10) tell Mr Currie and you didn't tell  
 (11) Mr Kierans that there was a conflict of  
 (12) interest that existed because they were  
 (13) serving on the board of the funding entity and  
 (14) the funded entity, and they were about to  
 (15) participate in a decision that would result in  
 (16) withdrawal of funding from the funded entity?  
 (17) You didn't tell them there was a conflict?  
 (18) A I didn't get into legal analysis  
 (19) with them.  
 (20) Q In any event, on April 17th or  
 (21) thereabouts you told them that they needed to  
 (22) get off the Teleglobe board once BCE decided  
 (23) to withdraw funding?  
 (24) MR. SCHIMMEL: Object to form  
 (25) A It would be after April 17th.

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- (1) A 47  
 (2) Q Davies Ward Slikeman Elliott and  
 (3) Shearman & Sterling were on the call or at the  
 (4) meeting?  
 (5) A It looks like it from the agenda,  
 (6) but I don't know if they were in the whole of  
 (7) the meeting or only a section of the meeting.  
 (8) I can't recall.  
 (9) Q They all seem to be there or listed  
 (10) under your -- did you make a presentation at  
 (11) this meeting under separation of companies?  
 (12) Did you make a presentation?  
 (13) MR. SCHIMMEL: Object to form  
 (14) A Not necessarily. I may have  
 (15) introduced a subject and let them talk, but I  
 (16) can't remember.  
 (17) Q Because they are all listed there  
 (18) Were they there together?  
 (19) A That's what I don't recall. They  
 (20) may have been there together or they may have  
 (21) come in separately.  
 (22) Q Well, who said what?  
 (23) A I can't remember.  
 (24) Q Who was there for Davies?  
 (25) A Probably we talked about CRO, Jay



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- (1) Swartz, I would believe  
 (2) Q Who was there for Stikeman?  
 (3) A Sean Dunphy.  
 (4) Q Who is Andrew Tenzer?  
 (5) A I think, I believe he is with  
 (6) Shearman working with Mark Shapiro.  
 (7) Q Was it Tenzer and Shapiro who were  
 (8) there for Shearman?  
 (9) A I believe so, yes.  
 (10) Q Davies would it have been Bisnaire  
 (11) Swartz and Mercier who were there, Vincent  
 (12) Mercier?  
 (13) A They could have been there, but I  
 (14) don't recall Vince Mercier. He is a lawyer at  
 (15) Davies.  
 (16) Q Was Lazard there for that  
 (17) presentation, separation of companies?  
 (18) A I don't remember. They could have  
 (19) been, or they could have gotten out of the  
 (20) room after like 3:00, 2:00 or 3:00.  
 (21) Q Did people go in and out of the  
 (22) room during this presentation?  
 (23) A I'm sure they had nature breaks,  
 (24) but I don't recall.  
 (25) Q Apart from nature breaks, did they

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- (1) go in and out?  
 (2) A I don't recall.  
 (3) Q Were people excused?  
 (4) A That's what I don't recall.  
 (5) Q Were there any minutes kept of this  
 (6) meeting?  
 (7) A No.  
 (8) Q What was said under the subject of  
 (9) separation of companies?  
 (10) A I can't recall.  
 (11) Q Did you speak?  
 (12) A Like I said, probably, but I can't  
 (13) recall what I said.  
 (14) Q Can you recall anything at all that  
 (15) Davies, Stikeman or Shearman said, anyone from  
 (16) those firms?  
 (17) A I can't recall, other than the  
 (18) subject matters that would have been listed  
 (19) here generally.  
 (20) Q Under, "Action Plan and Timing."  
 (21) what was the discussion?  
 (22) A I can't recall other than we  
 (23) probably had gone through the subject matters  
 (24) that are listed here.  
 (25) Q Can you recall anything that was

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- (1) said under, "Action Plan and Timing"?  
 (2) A No.  
 (3) Q Under, "Action Plan and Timing,"  
 (4) you have written, "Filing documents (Chapter  
 (5) 11/CCAA), legal analysis for Teleglobe/BCE  
 (6) Boards, DIP financing/secured financing, sales  
 (7) process/auction."  
 (8) It looks like an action plan had  
 (9) been selected; am I misreading that?  
 (10) MR. SCHIMMEL: Objection to form  
 (11) A Well, when you say, "Action plan,"  
 (12) if you look above, in one it talks about a  
 (13) stand-alone restructuring or going concern  
 (14) seller auction, so those to me are  
 (15) alternatives.  
 (16) Q But under "Action Plan" it looks  
 (17) like Bankruptcy legal analysis DIP  
 (18) financing secured financing, sales process  
 (19) and auction."  
 (20) A But that could be in the context of  
 (21) a going concern sales, and auction is not a  
 (22) CCAA. So it could be both.  
 (23) MR. SCHIMMEL: Mr. Cochran, we have  
 (24) been going for about an hour. We should  
 (25) take a short break

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- (1) MR. COCHRAN: Sure  
 (2) THE VIDEOGRAPHER: We are now off  
 (3) the record at 3:28.  
 (4) (Whereupon a discussion was held  
 (5) off the record.)  
 (6) THE VIDEOGRAPHER: This is tape 5  
 (7) of the deposition of Martine Turcotte  
 (8) We are now on the record at 3:35  
 (9) (Whereupon a draft board  
 (10) presentation of BCE, Inc. for April 23,  
 (11) 2002 was marked as Turcotte Exhibit 48  
 (12) for identification as of this date.)  
 (13) Q Number 48, Turcotte Exhibit 48  
 (14) Let me hand that to you. Can you tell me what  
 (15) it is?  
 (16) A It looks like a draft board  
 (17) presentation of BCE, Inc.  
 (18) Q For the April 23rd, 2002?  
 (19) A April 23rd, 2002, yes.  
 (20) Q You participated in drafting this,  
 (21) right?  
 (22) A I participated in the sense that  
 (23) they may have shown me drafts here and there,  
 (24) and I would have made comments, yes  
 (25) Q You made comments?

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- (1) A On some of the sections.  
 (2) Q And there was some legal advice  
 (3) under, "Duties of Directors"?  
 (4) A "Duties of Directors"?  
 (5) Q Take a look at a page with the  
 (6) production number BCE-SUPP120256 Do you see  
 (7) that?  
 (8) A Can you repeat the page?  
 (9) Q 256. The production number ends  
 (10) 256 The title is C7, "Duties of Directors,"  
 (11) and there is this little legend there marked,  
 (12) "M Turcotte to provide by April 18th " Do  
 (13) you see that?  
 (14) A Yes.  
 (15) Q You drafted a section on duties of  
 (16) directors?  
 (17) MR. SCHIMMEL: Answer yes or no  
 (18) A No, not on this.  
 (19) Q You provided one from somebody  
 (20) else?  
 (21) A I'm not sure in the BCE  
 (22) presentation. The presentation, the legal  
 (23) presentation was actually a separate  
 (24) presentation, not part of this, so I don't  
 (25) actually remember the final included this at

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- (1) all.  
 (2) Q Look at the page preceding that  
 (3) C6, "Risks and exposure M Turcotte to  
 (4) develop by April 18th "  
 (5) A Yes, and this -- then go to -- this  
 (6) was in a separate presentation. We completely  
 (7) excerpted it, and I went in separately.  
 (8) Q There was a separate presentation  
 (9) that you made --  
 (10) A What I made, I gave all the legal  
 (11) advice to the board in a separate presentation  
 (12) prepared by myself.  
 (13) MR. SCHIMMEL: I caution you,  
 (14) Ms Turcotte you should not go into the  
 (15) details on that.  
 (16) Q On April 26, 2002?  
 (17) A Yes  
 (18) Q So this was a separate board  
 (19) presentation. materials that you used in  
 (20) making your presentation to the BCE board on  
 (21) April 26th?  
 (22) MR. SCHIMMEL: Object to form  
 (23) A It was a separate board  
 (24) presentation that I did.  
 (25) Q On that day?

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- (1) A Yes.  
 (2) Q At that meeting?  
 (3) A At that meeting.  
 (4) Q Let's talk about that presentation  
 (5) I take it when you made your presentation on  
 (6) April 23rd, Mr Monty was in the room?  
 (7) A That's correct.  
 (8) Q Mr Kierans?  
 (9) A That's correct.  
 (10) Q Mr Currie?  
 (11) A That's correct.  
 (12) Q You don't know whether Mr Sabia  
 (13) was in the room?  
 (14) A I don't. He was not a director, so  
 (15) that is why I doubt --  
 (16) Q Mr Fell was in the room?  
 (17) A That would be correct, yes.  
 (18) Q Can you recall whether anyone else  
 (19) was in the room, all the other directors of  
 (20) BCE?  
 (21) A I can't recall the whole list, but  
 (22) there were other directors. I remember Paul  
 (23) Tellier was there and Robert Pozen was there.  
 (24) Q Can you say when in the meeting you  
 (25) made your presentation?

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- (1) MR. SCHIMMEL: Object to form  
 (2) A I know it was late at night, and I  
 (3) had to wait quite a bit around before I got  
 (4) in.  
 (5) Q Take a look at the April -- the  
 (6) minutes of the April 23rd, 2002 BCE board  
 (7) meeting marked as Kierans 11  
 (8) A Yes  
 (9) Q Did you make your presentation  
 (10) before Mr Monty tendered his resignation or  
 (11) after; do you know?  
 (12) A I don't know.  
 (13) Q I don't see in these minutes where  
 (14) it reflects that you came in and left  
 (15) A Here, "Strategic financing and  
 (16) funding review."  
 (17) Q That's where you think you did it?  
 (18) A Yes.  
 (19) Q It doesn't say that you came in and  
 (20) left though?  
 (21) A I came in and left twice in that  
 (22) meeting.  
 (23) Q It's not what it says.  
 (24) MR. SCHIMMEL: Object to form  
 (25) A But I recall I was not there during



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- (1) the full board meeting, nor would have outside  
 (2) counsel been there during the full meeting.  
 (3) Q Patrick Pichette and Michael Sabia  
 (4) are listed as present by invitation, and  
 (5) Mr Sabia is listed as joining the meeting  
 (6) prior to your presentation at the time that  
 (7) there was the discussion regarding Mr Monty's  
 (8) resignation Do you see that? The second  
 (9) page of the minutes, do you see that the one  
 (10) line at the top?  
 (11) A Shortly thereafter, yes, I see  
 (12) that.  
 (13) Q Then --  
 (14) A Then I joined the meeting for a  
 (15) brief portion.  
 (16) Q Where does it say that?  
 (17) A Here. They only had one question  
 (18) for me.  
 (19) Q It doesn't indicate that you left?  
 (20) A No, but I did leave.  
 (21) Q And it doesn't indicate that  
 (22) Mr Monty or Mr Sabia left?  
 (23) A Yes, but I would be surprised that  
 (24) he would have stayed because he's not a board  
 (25) member, and normally --

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- (1) Q Did it include the subjects listed  
 (2) here?  
 (3) A It does include some of the  
 (4) subjects, yes.  
 (5) Q Did it include disclosure issues?  
 (6) A It did include disclosure issues.  
 (7) Q Did it include corporate veil  
 (8) issues?  
 (9) A Yes.  
 (10) Q Tell me everything that you advised  
 (11) the board including Currie, Kierans and Monty  
 (12) and I believe Sabia on the matters of  
 (13) disclosure issues and corporate veil issues  
 (14) MR. SCHIMMEL: I'm instructing you  
 (15) not to answer  
 (16) Q And you're following that  
 (17) instruction?  
 (18) A Yes.  
 (19) Q What about mitigation?  
 (20) MR. SCHIMMEL: Object to form  
 (21) Q Does your report include the  
 (22) subject of mitigation?  
 (23) A In the context of general  
 (24) litigation risk, yes.  
 (25) Q Tell me everything that you told

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- (1) Q Look here, the next heading.  
 (2) 'Strategic and Funding Review.' on the next  
 (3) page Mr Sabia reviewed the SBC  
 (4) communications --  
 (5) A He may have been there. He may  
 (6) have been there. I don't recall if he was  
 (7) there or not, but I know I came in and I came  
 (8) out.  
 (9) Q It doesn't say Mr Sabia withdrew  
 (10) after that; does that refresh your memory?  
 (11) A No. He may have been there. I  
 (12) can't testify one way or another.  
 (13) Q Your presentation -- let's go back  
 (14) to this exhibit that we marked, Exhibit 48,  
 (15) Turcotte 48, and let's look at that page that  
 (16) has C6 in the upper left-hand corner. It's  
 (17) the page with the production number  
 (18) BCE-SUP120255  
 (19) Your separate presentation, did it  
 (20) include the subjects listed here?  
 (21) A I won't get into that. It's legal  
 (22) advice, and I did not draft this.  
 (23) MR. SCHIMMEL: Ms Turcotte, you  
 (24) can answer yes or no  
 (25) THE WITNESS: No.

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- (1) the board in the presence of Monty Sabia.  
 (2) Currie and Kierans on the subject of  
 (3) mitigation  
 (4) MR. SCHIMMEL: I'm instructing you  
 (5) not to answer  
 (6) Q Execution?  
 (7) A Yes.  
 (8) Q Did your report to the board  
 (9) include under 'Execution,' complexity of  
 (10) Teleglobe corporate structure?  
 (11) A No.  
 (12) Q Did it include lack of  
 (13) restructuring legislation in multiple  
 (14) jurisdictions?  
 (15) A No.  
 (16) Q Did it include impact of CCA  
 (17) Chapter 11 filing on working capital?  
 (18) A No.  
 (19) Q Did it include timing and costs?  
 (20) A No.  
 (21) Q What other subjects were addressed  
 (22) in your report to the board?  
 (23) MR. SCHIMMEL: To the extent you  
 (24) remember the subject, you can identify  
 (25) them

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- (1) A The subject matter was a potential  
 (2) litigation risk analysis that we were looking  
 (3) at and all the potential causes of action  
 (4) which may arise from the decision to cease  
 (5) long-term funding.  
 (6) Q You understood when you gave that  
 (7) report that Mr. Currie was the chairman of the  
 (8) Teleglobe Inc. board?  
 (9) MR. SCHIMMEL: Object to form  
 (10) A Mr. Currie was the chairman? I  
 (11) thought Mr. Monty was.  
 (12) Q Strike that  
 (13) Mr. Currie was the chairman of the  
 (14) Teleglobe, Inc. board?  
 (15) A That's correct.  
 (16) Q You knew Mr. Kierans was on the  
 (17) board?  
 (18) A I knew that.  
 (19) Q Of Teleglobe?  
 (20) A That's correct.  
 (21) Q Of course you knew Mr. Monty and  
 (22) Mr. Sabia had their positions?  
 (23) A That's correct.  
 (24) Q You understood Mr. Sabia was a  
 (25) director of TCC?

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- (1) A That's correct.  
 (2) Q And COO of TCC?  
 (3) A I seem to recall he had that  
 (4) position as well, yes.  
 (5) Q You understood all those things  
 (6) when you gave your report?  
 (7) A That's correct.  
 (8) Q At the board on April 23rd?  
 (9) A At the BCE, Inc. board meeting,  
 (10) yes.  
 (11) Q On April 23rd?  
 (12) A On April 23rd.  
 (13) Q You gave that report prior to the  
 (14) time the board voted to discontinue long-term  
 (15) funding; is that right?  
 (16) A I gave the report prior to the  
 (17) ultimate decision. That's correct.  
 (18) Q What was the process by which  
 (19) this -- looking back at Exhibit 48, is it,  
 (20) Turcotte Exhibit 48, who prepared this?  
 (21) MR. SCHIMMEL: Object to form  
 (22) A I am actually not sure.  
 (23) Q You don't know who was responsible  
 (24) for putting --  
 (25) A It might have been Patrick Loulou

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- (1) Q Who did Loulou work for?  
 (2) A I'm not sure who he worked for. He  
 (3) had just joined the organization. I believe  
 (4) he just joined the organization at that time.  
 (5) Q Were different people responsible  
 (6) for drafting different sections?  
 (7) MR. SCHIMMEL: Object to form.  
 (8) A I don't have that knowledge. All I  
 (9) know is what I had to prepare.  
 (10) Q That was the legal section?  
 (11) A That's correct, as a separate  
 (12) presentation.  
 (13) Q You made comments and you passed  
 (14) the comments back to somebody, I assume?  
 (15) MR. SCHIMMEL: Object to form  
 (16) A That's what I remember.  
 (17) Q There is the page with the  
 (18) production number BCE-SUP120236  
 (19) A Yes.  
 (20) Q Can you say why that is redacted?  
 (21) A I have no idea.  
 (22) MR. COCHRAN: Mr. Schimmel, I would  
 (23) ask you to take a look at that page and  
 (24) if it shouldn't be redacted, please  
 (25) unredact it

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- (1) MR. SCHIMMEL: We will  
 (2) MR. COCHRAN: Similarly on the  
 (3) page with the production number ending  
 (4) 234 entitled "A Current Situation," the  
 (5) last entry, "SBC Put," is redacted  
 (6) I would make the same request with  
 (7) regard to that  
 (8) MR. SCHIMMEL: That's fine  
 (9) MR. COCHRAN: Indeed, all the  
 (10) redactions in this document if you could  
 (11) you please review them we would be  
 (12) grateful  
 (13) MR. SCHIMMEL: Okay  
 (14) MR. COCHRAN: 49  
 (15) (Whereupon an e-mail from  
 (16) Mr. Cossette, with attachment, was marked  
 (17) as Turcotte Exhibit 49 for identification  
 (18) as of this date.)  
 (19) Q Could you identify this for us  
 (20) please? In particular, I'm talking about the  
 (21) Cossette e-mail and attachment  
 (22) A Yes. What is your question?  
 (23) Q What is this?  
 (24) MR. SCHIMMEL: Object to form.  
 (25) A It looks like a summary of the

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- (1) various trust debentures and the credit  
(2) facilities.  
(3) Q While Mr. Cossette apparently  
(4) prepared it and on April 4th sent it to a  
(5) lengthy list of people with a copy to you, did  
(6) you ask him to analyze the debentures and the  
(7) credit facilities?  
(8) MR. SCHIMMEL: Object to form  
(9) A I remember we wanted a summary of  
(10) all the credit facilities and the indentures,  
(11) and it says prepared by us and Teleglobe  
(12) regarding methods of financing available to  
(13) Teleglobe.  
(14) Q Is that what this is?  
(15) A That's what this is, yes. It looks  
(16) like it. It's a draft. I see this is a  
(17) draft, though.  
(18) Q It's a draft of it?  
(19) A Yes.  
(20) Q If you wanted to know the process  
(21) by which the April 23rd, 2002 presentation to  
(22) the BCE board was prepared, who would you ask?  
(23) MR. SCHIMMEL: Object to form.  
(24) A If I wanted to know? Do I want to  
(25) know?

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- (1) Q I may want to know  
(2) A Who would I ask? I would ask  
(3) Patrick Loulou, because he is the one I saw in  
(4) terms of giving comments on this for BCE, Inc.  
(5) Q Who was responsible for assigning  
(6) Mr. Lalande to different projects? Was that  
(7) you?  
(8) A For different projects for BCE,  
(9) Inc.?  
(10) Q Sure  
(11) A Yes, or work would come directly to  
(12) Michel. He's a vice president and general  
(13) counsel, so he's senior enough. So many  
(14) people would go actually directly to Michel.  
(15) Q Who decided what BCE lawyers would  
(16) work on matters for TI or the debtors?  
(17) MR. SCHIMMEL: Object to form  
(18) A It could be John Burnett, for  
(19) example, would ask Michel Lalande to help him  
(20) on an ad hoc basis on certain things, because  
(21) Michel used to be involved on Teleglobe.  
(22) Q Did Michel make assignments to  
(23) Lalande or to anyone else?  
(24) MR. SCHIMMEL: Object to the form  
(25) A In some cases he did make

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- (1) assignments, yes.  
(2) Q How many cases did Burnett assign  
(3) to Lalande?  
(4) MR. SCHIMMEL: Object to form  
(5) A I don't know.  
(6) Q Was he responsible for supervising  
(7) Lalande?  
(8) MR. SCHIMMEL: Object to form  
(9) A He was responsible for supervising  
(10) or looking at some of the work. He was  
(11) working in conjunction with Michel, for  
(12) example, if Michel was working on an ad hoc  
(13) basis on some of the M&A transactions.  
(14) Q What do you mean by ad hoc?  
(15) A That means on a case-by-case basis.  
(16) On a few files of M&A, Michel was involved on  
(17) behalf of Teleglobe.  
(18) Q Who made the decision to begin with  
(19) that Lalande would be available for Teleglobe  
(20) matters?  
(21) A I know John discussed at the time  
(22) because Michel was a former Teleglobe lawyer,  
(23) so he had knowledge about certain of the files  
(24) and --  
(25) Q But Lalande was a BCE employee?

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- (1) MR. SCHIMMEL: Let her finish her  
(2) answer  
(3) A Let me finish. We agreed when we  
(4) hired Michel because of his knowledge of  
(5) certain files in Teleglobe, we agreed that the  
(6) requests of John that Michel would continue to  
(7) assist Teleglobe on some of these files.  
(8) Q You say that was Burnett's request?  
(9) A Some of Burnett's request and some  
(10) because of our governance model where we were  
(11) assisting corporations, for example, in  
(12) securities filings and external reporting as  
(13) well as some M&A transaction of a certain  
(14) size. We would have been involved as well.  
(15) Q So did Lalande report to Burnett?  
(16) MR. SCHIMMEL: Object to form  
(17) A He did not report formally to  
(18) Burnett.  
(19) Q Did Burnett have the authority to  
(20) assign Lalande to whatever Burnett wanted to  
(21) assign him to at Teleglobe?  
(22) MR. SCHIMMEL: Object to form  
(23) A He could if he wanted to, but he  
(24) would have to talk to me to see if Michel was  
(25) available or not before, or talk to Michel to

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(1) see if he was available to help on certain  
 (2) matters.  
 (3) Q Michel reported to you?  
 (4) A Michel reported to me. That's  
 (5) correct.  
 (6) Q Period?  
 (7) A He reported to me.  
 (8) MR. SCHIMMEL: Object to form  
 (9) MR. COCHRAN: I think that's all I  
 (10) have  
 (11) Thank you very much  
 (12) MR. SCHIMMEL: On the record, we  
 (13) should mark as Exhibits 50 and 51 the two  
 (14) documents that were previously marked but  
 (15) not in this deposition  
 (16) (Whereupon two documents were  
 (17) marked as Turcotte Exhibit 50 and Turcotte  
 (18) Exhibit 51 for identification as of this  
 (19) date.)  
 (20) THE VIDEOGRAPHER: This concludes  
 (21) today's deposition of Martine Turcotte.  
 (22) We are now off the record at 3:56  
 (23) (Time noted: 3:56 p.m.)  
 (24)  
 (25)

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(1)  
 (2)  
 (3) STATE OF )  
 (4) ss:  
 (5) COUNTY OF )  
 (6)  
 (7) I, MARTINE TURCOTTE, the witness  
 (8) herein having read the foregoing testimony of  
 (9) the pages of this deposition, do hereby  
 (10) certify it to be a true and correct  
 (11) transcript, subject to the corrections if  
 (12) any shown on the attached page  
 (13) oOo  
 (14)  
 (15)  
 (16) \_\_\_\_\_  
 (17) MARTINE TURCOTTE  
 (18)  
 (19)  
 (20) Subscribed and sworn to before me  
 (21) this \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_  
 (22) \_\_\_\_\_  
 (23)  
 (24)  
 (25)

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(1)  
 (2) EXHIBITS  
 (3)  
 (4) TURCOTTE  
 (5) FOR IDENTIFICATION DESCRIPTION PAGE  
 (6) 39A-J A collection of drafts of 335  
 (7) engagement letter between  
 (8) Teleglobe and Lazard  
 (9) 40A-F A collection of drafts of 463  
 (10) confidentiality agreement  
 (11) between Teleglobe and Lazard  
 (12) 41 A document bearing production 475  
 (13) numbers BCE-AD0068965 through 66  
 (14) 42 A document 477  
 (15) 43 Table of contents of binders 479  
 (16) on Project X  
 (17) 44 A collection of calendar pages 481  
 (18) from February 4, 2002 through  
 (19) April 10, 2002  
 (20) 45 A portion of an agenda 544  
 (21) 46 A Lazard presentation 555  
 (22) 47 An agenda for the April 16 561  
 (23) 2002 meeting  
 (24) 48 A draft board presentation of 578  
 (25) BCE, Inc. for April 23, 2002  
 (26) 49 An e-mail from Mr. Cossette 590  
 (27) with attachment  
 (28) 50-51 Two documents 595  
 (29)  
 (30)  
 (31)  
 (32)  
 (33)  
 (34)  
 (35)

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(1)  
 (2) INFORMATION/DOCUMENTS REQUESTED  
 (3) DESCRIPTION PAGE  
 (4) Production of rider B 99  
 (5) Information regarding status of 151  
 (6) production of binders  
 (7)  
 (8)  
 (9)  
 (10)  
 (11)  
 (12)  
 (13)  
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(1)  
 (2) CERTIFICATE  
 (3) I, FRAN INSLEY, hereby certify that  
 (4) the Deposition of MARTINE TURCOTTE was held  
 (5) before me on the 14th day of October, 2005;  
 (6) that said witness was duly sworn before the  
 (7) commencement of testimony; that the testimony  
 (8) was taken stenographically by myself and then  
 (9) transcribed by myself; that the party was  
 (10) represented by counsel as appears herein;  
 (11) That the within transcript is a true  
 (12) record of the Deposition of said witness;  
 (13) That I am not connected by blood or  
 (14) marriage with any of the parties; that I am  
 (15) not interested directly or indirectly in the  
 (16) outcome of this matter; that I am not in the  
 (17) employ of any of the counsel  
 (18) IN WITNESS WHEREOF, I have hereunto  
 (19) set my hand this day of . 2005  
 (20)  
 (21) -----  
 (22) FRAN INSLEY  
 (23)  
 (24)  
 (25)

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(1) \*\*\* ERRATA SHEET \*\*\*  
 (2)  
 (3) ELLEN GRAUER COURT REPORTING CO  
 (4) 133 East 58th Street, Suite 1201  
 (5) New York, New York 10022  
 (6) 212-750-6434  
 (7) CASE: TELEGLOBE/BCE, INC  
 (8) DATE: October 14, 2005  
 (9) WITNESS NAME: MARTINE TURCOTTE  
 (10)  
 (11) PAGE LINE FROM TO REASON  
 (12) \_\_\_\_\_  
 (13) \_\_\_\_\_  
 (14) \_\_\_\_\_  
 (15) \_\_\_\_\_  
 (16) \_\_\_\_\_  
 (17) \_\_\_\_\_  
 (18) \_\_\_\_\_  
 (19) \_\_\_\_\_  
 (20) \_\_\_\_\_  
 (21) \_\_\_\_\_  
 (22) \_\_\_\_\_  
 (23) \_\_\_\_\_  
 (24) \_\_\_\_\_  
 (25) \_\_\_\_\_

(20) Subscribed and sworn to before  
 (21) me this day of 2005  
 (22)  
 (23) \_\_\_\_\_  
 (24) NOTARY PUBLIC My Commission Expires  
 (25)



TELEGLOBE COMMUNICATIONS

BSA XMAX(1/69)

VS BCE INC

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Concordance Report	535:24; 548:1, 7	15th [1]	573:22; 578:11, 18, 19;	2:00 [7]
Unique Words: 1,993	10:03 [2]	547:15	580:16; 582:6; 591:21;	496:22; 497:12; 499:12;
Total Occurrences: 14,330	331:17; 334:2	16 [3]	597:14 18 19	535:13, 15; 536:9; 575:20
Noise Words: 384	10:30 [1]	553:9; 561:21; 597:17	2003 [2]	2:14 [1]
Total Words in File:	543:4	169395 [1]	390:23; 478:20	521:9
39,596	10th [5]	460:19	2004 [2]	2:15 [1]
Single File Concordance	482:11; 543:1; 544:21 23;	16th [15]	388:14; 395:4	486:10
Case Insensitive	545:5	455:3 4, 7; 547:15; 553:14	2005 [9]	2:23 [1]
Noise Word List(s):	11 [12]	21; 554:1; 555:2; 561:18;	331:17; 334:3; 480:3 7, 8;	521:14
NOISE.NOI	347:20; 444:17 24; 446:13;	562:5, 12 14; 563:3, 7;	599:5, 19; 600:6, 22	2:30 [1]
Cover Pages = 0	452:10; 453:19; 482:8;	573:22	20th [10]	507:25
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